

CITY OF SUNNYSIDE, WASHINGTON

ORDINANCE 2017 - 06

AN ORDINANCE of the City of Sunnyside, Washington, relating to contracting indebtedness; providing for the issuance, sale and delivery of a not to exceed \$2,000,000 aggregate principal amount taxable limited tax general obligation refunding bond to provide funds to refund certain outstanding limited tax general obligation bonds and to pay the costs of issuance; fixing or setting parameters with respect to certain terms and covenants of the bond; appointing the City's designated representative to approve the final terms of the sale of the bond; and providing for other related matters.

THE CITY COUNCIL OF THE CITY OF SUNNYSIDE, WASHINGTON, DO ORDAIN AS FOLLOWS:

Section 1. Definitions. As used in this ordinance, the following capitalized terms shall have the following meanings:

(a) “*Acquired Obligations*” means those United States Treasury Certificates of Indebtedness, Notes, and Bonds--State and Local Government Series and other direct, noncallable obligations of the United States of America purchased to accomplish the refunding of the Refunded Bonds as authorized by this ordinance.

(b) “*Bond*” means the not to exceed \$2,000,000 principal amount Limited Tax General Obligation Refunding Bond, 2017 (Taxable), of the City issued pursuant to and for the purposes provided in this ordinance.

(c) “*Bond Counsel*” means the firm of Foster Pepper PLLC, its successor, or any other attorney or firm of attorneys selected by the City with a nationally recognized standing as bond counsel in the field of municipal finance.

(d) “*Bond Fund*” means the Limited Tax General Obligation Refunding Bond Fund, 2017, of the City created for the payment of the principal of and interest on the Bond.

(e) “*Bond Register*” means the books or records maintained by the Bond Registrar for the purpose of identifying ownership of the Bond.

(f) “*Bond Registrar*” means the Director of Finance of the City, or any successor bond registrar selected by the City.

(g) “*City*” means the City of Sunnyside, Washington, a municipal corporation duly organized and existing under the laws of the State.

(h) “*City Council*” means the legislative authority of the City, as duly and regularly constituted from time to time.

(i) “*Code*” means the United States Internal Revenue Code of 1986, as amended, and applicable rules and regulations promulgated thereunder.

(j) “*Designated Representative*” means the officer of the City appointed in Section 4 of this ordinance to serve as the City’s designated representative in accordance with RCW 39.46.040(2).

(k) “*Event of Default*” means the determination by the Purchaser that there has been (i) a failure to pay principal or interest on the Bond when due, (ii) a failure by the City to comply with any of its obligations, or to perform any of its duties, under this ordinance, which failure continues and is not cured for a period of more than 60 days after the Purchaser has made written demand on the City to cure the default, or (iii) a material written misrepresentation to the Purchaser by the City in purchasing the Bond, as reasonably concluded by the Purchaser after investigation and discussion with the City.

(l) “*Final Terms*” means the terms and conditions for the sale of the Bond including the amount, date, denominations, interest rate or rates (or mechanism for determining interest rate or rates), payment dates, final maturity, prepayment rights, price, financial reporting requirements and other terms or covenants, including minimum savings for refunding bonds (if the refunding bonds are issued for savings purposes).

(m) “*Government Obligations*” has the meaning given in RCW 39.53.010, as now in effect or as may hereafter be amended.

(n) “*Issue Date*” means, with respect to the Bond, the date of initial issuance and delivery of that Bond to the Purchaser in exchange for the purchase price of that Bond.

(o) “*Pricing Certificate*” means the certificate of a Designated Representative with the Final Terms of the Bond.

(p) “*Purchaser*” means JPMorgan Chase Bank, NA or such other corporation, firm, association, partnership, trust, bank, financial institution or other legal entity or group of entities selected by the Designated Representative to serve as purchaser in a private placement or underwriter in a negotiated sale of the Bond.

(q) “*Refunded Bonds*” means all or a portion of the Refunding Candidates selected by the Designated Representative to be refunded with proceeds of the Bond and included in a Refunding Plan.

(r) “*Refunding Candidates*” means all or a portion of the outstanding Limited Tax General Obligation Bonds, 2007, of the City maturing on and after December 1, 2017, issued pursuant to Ordinance No. 2167, the refunding of which has been provided for by this ordinance.

(s) “*Refunding Plan*” means:

(1) the placement of sufficient proceeds of the Bond which, with other money of the City, if necessary, may be used to acquire the Acquired Obligations to be deposited, with cash, if necessary, with the Refunding Trustee;

(2) the payment of the principal of and interest on the Refunded Bonds when due up to and including such date as determined by the Designated Representative, and the call, payment, and redemption on such date, of all of the then-outstanding Refunded Bonds at a price of par; and

(3) may include the payment of the costs of issuing the Bond and the costs of carrying out the foregoing elements of the Refunding Plan.

(t) “*Refunding Trust Agreement*” means a Refunding Trust Agreement between the City and the Refunding Trustee.

(u) “*Refunding Trustee*” means the trustee or escrow agent or any successor trustee or escrow agent serving as refunding trustee to carry out the Refunding Plan.

(v) “*State*” means the State of Washington.

(w) “*2007 Bonds*” means the City’s Limited Tax General Obligation Bonds, 2007, of the City authorized by Ordinance No. 2167.

Section 2. Findings and Determinations. The City takes note of the following facts and makes the following findings and determinations:

(a) *Refunding Plan.* Pursuant to Ordinance No. 2167, the City issued its \$2,760,000 principal amount Limited Tax General Obligation Bonds, 2007 (the “2007 Bonds”), for the purpose of financing the costs of acquiring approximately 150 acres of land, and by that ordinance reserved the right to redeem the 2007 Bonds maturing on and after December 1, 2017, prior to their maturity on or after June 1, 2017, at a price of par plus accrued interest to the date fixed for redemption.

There are presently \$1,955,000 principal amount of 2007 Bonds outstanding, all of which are subject to redemption prior to their stated maturities (the “Refunding Candidates”).

After due consideration, it appears to the City Council that all or a portion of the Refunding Candidates may be refunded by the issuance and sale of the taxable limited tax general obligation refunding bond authorized herein so that a savings will be effected by the difference between the principal and interest cost over the life of the Bond and the principal and interest cost over the life of the Refunded Bonds but for such refunding, which refunding will be effected by carrying out the Refunding Plan.

To effect that refunding in the manner that will be most advantageous to the City it may be found necessary and advisable that certain Acquired Obligations bearing interest and maturing at such time or times as necessary to accomplish the refunding as aforesaid be purchased out of a portion of the proceeds of the Bond.

For the purpose of providing the funds necessary to refund the Refunded Bonds, and pay the costs of issuance and sale of the Bond, the City Council finds that it is in the best interests of the City and its taxpayers to issue and sell the Bond to the Purchaser as approved by the City’s Designated Representative consistent with this ordinance.

(b) *Debt Capacity.* The maximum amount of indebtedness authorized by this ordinance is \$2,000,000. Based on the following facts, this amount is to be issued within the amount permitted to be issued by the City for general municipal purposes without a vote:

- (1) The assessed valuation of the taxable property within the City as ascertained by the last preceding assessment for City purposes for collection in the calendar year 2017 is \$740,511,015.
- (2) As of April 30, 2017, the City has limited tax general obligation indebtedness, consisting of bonds[, notes, leases and conditional sales contracts] outstanding in the principal amount of \$[1,955,000], which is incurred within the limit of up to 1½% of the value of the taxable property within the City permitted for general municipal purposes without a vote.
- (3) As of April 30, 2017, the City has unlimited tax general obligation indebtedness for capital purposes only outstanding in the principal amount of \$4,925,000 for general municipal purposes. The indebtedness described in this paragraph has been incurred with the approval of the requisite proportion of the City's qualified voters at an election meeting the minimum turnout requirements, within the limit of up to 2½% of the value of the taxable property within the City for general municipal purposes (when combined with the outstanding limited tax general obligation indebtedness), 2½% for utility purposes and 2½% for open space, parks and economic development purposes.

(c) *The Bond.* For the purpose of providing the funds necessary to carry out the refunding of the Refunded Bonds and to pay the costs of issuance and sale of the Bond, the City Council finds that it is in the best interests of the City and its taxpayers to issue and sell the Bond to the Purchaser, pursuant to the terms as approved by the City's Designated Representative consistent with this ordinance.

Section 3. Authorization of the Bond. The City is authorized to borrow money on the credit of the City and issue a taxable limited tax general obligation bond evidencing indebtedness in the aggregate principal amount not to exceed \$2,000,000 to provide funds necessary to refund the Refunded Bonds and to pay the costs of issuance and sale of the Bond.

Section 4. Description of the Bond; Appointment of Designated Representative. The Director of Finance, or the City Manager in the absence of the Director of Finance, is appointed as the Designated Representative of the City and is authorized and directed to conduct the sale of the Bond in the manner and upon the terms deemed most advantageous to the City, and to approve the Final Terms of the Bond, with such additional terms and covenants as the Designated Representative deems advisable, within the following parameters.

(a) *Principal Amount.* The Bond shall not exceed the aggregate principal amount of \$2,000,000.

(b) *Date or Dates.* The Bond shall be dated as of its date of delivery to the Purchaser, which date may not be later than December 31, 2017.

(c) *Interest Rate(s).* The Bond shall bear interest at fixed or variable rates, provided that the average interest rate on the Bond may not exceed 5.00%, other than an adjustment that may occur upon an Event of Default, and the true interest cost to the City for the Bond may not exceed 4.00%.

(d) *Payment Dates.* Interest must be payable at the rates and on such dates as are acceptable to the Designated Representative. Principal payments shall commence on a payment date acceptable to the Designated Representative and must be payable at maturity or in installments on such dates as are acceptable to the Designated Representative.

(e) *Final Maturity.* The Bond shall mature no later than December 1, 2027.

(f) *Price.* The purchase price for the Bond may be in an amount as is acceptable to the Designated Representative.

(g) *Savings.* There is a minimum net present value savings of 5.0% of the Refunded Bonds.

(h) *Other Terms and Conditions.*

(1) The Bond may not be issued if it would cause the indebtedness of the City to exceed the City's legal debt capacity on the Issue Date.

(2) The Bond may be sold in accordance with Section 15 of this ordinance.

(3) The Designated Representative may accept such additional terms, conditions and covenants as he or she may determine are in the best interests of the City, consistent with this ordinance.

(4) The Designated Representative may enter into a continuing disclosure agreement, bond purchase agreement or loan agreement with the Purchaser, as applicable.

Section 5. Bond Registrar; Registration and Transfer of the Bond. Pursuant to RCW 39.46.030(4) the City's Director of Finance shall serve as initial fiscal agent for the City (the "Bond Registrar") with respect to the Bond and is authorized, on behalf of the City, to authenticate and deliver the Bond in accordance with the provisions of the Bond and this ordinance. The Bond shall be issued only in registered form as to both principal and interest and shall be recorded on books or records maintained by the Bond Registrar (the "Bond Register"). The Bond Register shall contain the name and mailing address of the owner of the Bond.

Upon a determination by the Director of Finance that maintenance of the duties of the Bond Registrar is no longer convenient, the fiscal agent of the State of Washington shall act as Bond Registrar.

The Bond Registrar shall keep, or cause to be kept, at its office, sufficient books for the registration, assignment or transfer of the Bond, which books shall be open to inspection by the City at all times. The Bond Registrar is authorized, on behalf of the City, to authenticate and deliver the Bond transferred or exchanged in accordance with the provisions of the Bond and this

ordinance, to serve as the City's paying agent for the Bond and to carry out all of the Bond Registrar's powers and duties under this ordinance.

The Bond Registrar shall be responsible for its representations contained in the Bond Registrar's Certificate of Authentication on the Bond.

The Bond may be assigned or transferred only in whole by the registered owner to a single investor that is a financial institution or a person who is reasonably believed to be a qualified institutional buyer within the meaning of the applicable federal securities laws. Any transfer shall be without cost to the owner or transferee, except for governmental charges imposed on any such transfer or exchange. The Bond Registrar shall not be obligated to exchange or transfer the Bond during the 15 days preceding any installment or prepayment date. When the Bond has been paid in full, both principal and interest, the Bond shall be surrendered to the Bond Registrar, who shall cancel the Bond.

Section 6. Prepayment. The City reserves the right and option to prepay and redeem any or all of the principal amount of the Bond outstanding at par plus accrued interest to the date of prepayment upon such terms as designated by the Designated Representative. The City shall provide the Purchaser with written notice of any intended prepayment prior to such prepayment date. Interest on the principal amount of the Bond called for prepayment shall cease to accrue on the date fixed for prepayment unless the principal amount called for prepayment is not paid on the prepayment date.

At any time there is a partial prepayment, the remaining installment payments will continue to be made as set forth in the Bond, until the Bond has been repaid in full, unless the Purchaser agrees otherwise.

Section 7. Form and Execution of the Bond.

(a) *Form of the Bond; Signatures and Seal.* The Bond shall be prepared in a form consistent with the provisions of this ordinance and State law. The City Council authorizes the Bond to be signed by the Mayor and the City Clerk, either or both of whose signatures may be manual or in facsimile, and the seal of the City or a facsimile reproduction thereof shall be impressed or printed thereon. If any officer whose manual or facsimile signature appears on the Bond ceases to be an officer of the City authorized to sign bonds before the Bond bearing his or her manual or facsimile signature is authenticated by the Bond Registrar, or issued or delivered by the City, that Bond nevertheless may be authenticated, issued and delivered and, when authenticated, issued and delivered, shall be as binding on the City as though that person had continued to be an officer of the City authorized to sign bonds. The Bond also may be signed on behalf of the City by any person who, on the actual date of signing of the Bond, is an officer of the City authorized to sign bonds, although he or she did not hold the required office on its Issue Date.

(b) *Authentication.* Only the Bond bearing a Certificate of Authentication in substantially the following form, manually signed by the Bond Registrar, shall be valid or obligatory for any purpose or entitled to the benefits of this ordinance: "Certificate of Authentication. This Bond is the fully registered City of Sunnyside, Washington, Limited Tax

General Obligation Refunding Bond, 2017 (Taxable), described in the Bond Ordinance.” The authorized signing of a Certificate of Authentication shall be conclusive evidence that the Bond so authenticated has been duly executed, authenticated and delivered and is entitled to the benefits of this ordinance.

Section 8. Payment of the Bond. Principal of and interest on the Bond shall be payable in lawful money of the United States of America. Principal of and interest on the Bond registered in the name of the Securities Depository is payable in the manner set forth in the Letter of Representations. Interest on the Bond not registered in the name of the Securities Depository is payable by electronic transfer on the interest payment date, or by check or draft of the Bond Registrar mailed on the interest payment date to the Registered Owner at the address appearing on the Bond Register on the Record Date. However, the City is not required to make electronic transfers except pursuant to a request by a Registered Owner in writing received on or prior to the Record Date and at the sole expense of the Registered Owner. Principal of the Bond not registered in the name of the Securities Depository is payable upon presentation and surrender of the Bond by the Registered Owner to the Bond Registrar. The Bond is not subject to acceleration under any circumstances.

Section 9. Bond Fund. The Bond Fund is created as a special fund of the City for the sole purpose of paying principal of and interest on the Bond. All amounts allocated to the payment of the principal of and interest on the Bond shall be deposited in the Bond Fund as necessary for the timely payment of amounts due with respect to the Bond. The principal of and interest on the Bond shall be paid out of the Bond Fund. Until needed for that purpose, the City may invest money in the Bond Fund temporarily in any legal investment, and the investment earnings shall be retained in the Bond Fund and used for the purposes of that fund.

Section 10. Failure to Pay the Bond. If the principal of the Bond is not paid when the Bond is properly presented at its maturity or date fixed for prepayment, the City shall be obligated to pay interest on the Bond at the same rate provided in the Bond from and after its maturity or date fixed for prepayment until the Bond, both principal and interest, is paid in full or until sufficient money for its payment in full is on deposit in the Bond Fund, or in a trust account established to refund or defease the Bond, and the Bond has been called for payment by giving notice of that call to the Registered Owner.

Section 11. Pledge of Taxes. The Bond constitutes a general indebtedness of the City and is payable from tax revenues of the City and such other money as is lawfully available and pledged by the City for the payment of principal of and interest on the Bond. For as long as the Bond is outstanding, the City irrevocably pledges that it shall, in the manner provided by law within the constitutional and statutory limitations provided by law without the assent of the voters, include in its annual property tax levy amounts sufficient, together with other money that is lawfully available, to pay principal of and interest on the Bond as the same becomes due. The full faith, credit and resources of the City are pledged irrevocably for the prompt payment of the principal of and interest on the Bond and such pledge shall be enforceable in mandamus against the City.

Section 12. Refunding of the Refunded Bonds.

(a) *Appointment of Refunding Trustee.* The Designated Representative is authorized to appoint a Refunding Trustee in connection with the Bond.

(b) *Use of Bond Proceeds; Acquisition of Acquired Obligations.* The proceeds of the sale of the Bond shall be deposited immediately upon the receipt thereof with the Refunding Trustee and used to discharge the obligations of the City relating to the Refunded Bonds under Ordinance No. 2167 by providing for the payment of the amounts required to be paid by the Refunding Plan. If necessary, and to the extent practicable, such obligations may be discharged fully by the Refunding Trustee's simultaneous purchase of the Acquired Obligations, bearing such interest and maturing as to principal and interest in such amounts and at such times so as to provide, together with a beginning cash balance, if necessary, for the payment of the amount required to be paid by the Refunding Plan. The Acquired Obligations, if acquired, will be listed and more particularly described in an exhibit to be attached to the Refunding Trust Agreement between the City and the Refunding Trustee, but are subject to substitution as set forth below. Any Bond proceeds or other money deposited with the Refunding Trustee not needed to purchase the Acquired Obligations and provide a beginning cash balance, if any, and pay the costs of issuance of the Bond shall be returned to the City at the time of delivery of the Bond to the Bank and deposited in the Bond Account and used to pay interest on the Bond on their first interest payment date.

If payment of the costs of issuance of the Bond is not included in the Refunding Plan, the Bond proceeds that are not deposited with the Refunding Trustee will be deposited with the City to be used to pay the costs of issuance of the Bond.

(c) *Substitution of Acquired Obligations.* Prior to the purchase of any Acquired Obligations by the Refunding Trustee, the City reserves the right to substitute other direct, noncallable obligations of the United States of America ("Substitute Obligations") for any of the Acquired Obligations and to use any savings created thereby for any lawful City purpose if, (a) in the opinion of the City's Bond Counsel, the interest on the Refunded Bonds will remain excluded from gross income for federal income tax purposes under Sections 103, 148, and 149(d) of the Code, and (b) such substitution shall not impair the timely payment of the amounts required to be paid by the Refunding Plan, as verified by a nationally recognized independent certified public accounting firm.

After the purchase of the Acquired Obligations by the Refunding Trustee, if any are purchased, the City reserves the right to substitute therefor cash or Substitute Obligations subject to the conditions that such money or securities held by the Refunding Trustee shall be sufficient to carry out the Refunding Plan, that such substitution will not cause the Bond or the Refunded Bonds to be arbitrage bonds within the meaning of Section 148 of the Code and regulations thereunder in effect on the date of such substitution and applicable to obligations issued on the issue dates of the Bond and the Refunded Bonds, as applicable, and that the City obtain, at its expense: (i) a verification by a nationally recognized independent certified public accounting firm acceptable to the Refunding Trustee confirming that the payments of principal of and interest on the substitute securities, if paid when due, and any other money held by the Refunding Trustee will be sufficient to carry out the Refunding Plan; and (ii) an opinion from a

nationally recognized Bond Counsel to the City, to the effect that the disposition and substitution or purchase of such securities, under the statutes, rules, and regulations then in force and applicable to the Bond, will not cause the interest on the Refunded Bonds to be included in gross income for federal income tax purposes and that such disposition and substitution or purchase is in compliance with the statutes and regulations applicable to the Bond. Any surplus money resulting from the sale, transfer, other disposition, or redemption of the Acquired Obligations and the substitutions therefor shall be released from the trust estate and transferred to the City to be used for any lawful City purpose.

(d) *Administration of Refunding Plan.* The Refunding Trustee is authorized and directed to purchase the Acquired Obligations (or substitute obligations), if so directed by the Designated Representative, and to make the payments required to be made by the Refunding Plan from the Acquired Obligations (or substitute obligations) and money deposited with the Refunding Trustee pursuant to this ordinance. All Acquired Obligations (or substitute obligations) and the money deposited with the Refunding Trustee and any income therefrom shall be held irrevocably, invested and applied in accordance with the provisions of Ordinance No. 2167, this ordinance, chapter 39.53 RCW and other applicable statutes of the State of Washington and the Refunding Trust Agreement. All necessary and proper fees, compensation, and expenses of the Refunding Trustee for the Bond and all other costs incidental to the setting up of the escrow to accomplish the refunding of the Refunded Bonds and costs related to the issuance and delivery of the Bond, including Bond Counsel's fees, and other related expenses, shall be paid out of the proceeds of the Bond.

(e) *Authorization for Refunding Trust Agreement.* In order to carry out the Refunding Plan provided for by this ordinance, the Director of Finance is authorized and directed to execute and deliver to the Refunding Trustee a Refunding Trust Agreement setting forth the duties, obligations and responsibilities of the Refunding Trustee in connection with the payment, redemption, and retirement of the Refunded Bonds as provided herein and stating that the provisions for payment of the fees, compensation, and expenses of such Refunding Trustee set forth therein are satisfactory to it. Prior to executing the Refunding Trust Agreement, the Director of Finance of the City is authorized to make such changes therein that do not change the substance and purpose thereof.

Section 13. Call for Redemption of the Refunded Bonds. The City calls for redemption on such date as shall be determined by the Designated Representative, all of the Refunded Bonds at par plus accrued interest. Such call for redemption shall be irrevocable after the delivery of the Bond to the Bank.

The proper City officials are authorized and directed to give or cause to be given such notices as required, at the times and in the manner required, pursuant to Ordinance No. 2167 in order to effect the redemption prior to their maturity of the Refunded Bonds.

Section 14. Findings with Respect to Refunding. The City Council authorizes the issuance of the Bond if it will achieve debt service savings to the City and is in the best interest of the City and its taxpayers. In making such finding and determination, the City Council will give consideration to the maturity of the Bond and the Refunded Bonds, the costs of issuance of the Bond and the known earned income from the investment of the proceeds of the issuance and

sale of the Bond and other money of the City used in the Refunding Plan, if any, pending payment and redemption of the Refunded Bonds.

The Designated Representative may purchase Acquired Obligations to be deposited with the Refunding Trustee, together with the income therefrom, and with any necessary beginning cash balance, which will be sufficient to redeem the Refunded Bonds and will discharge and satisfy the obligations of the City under Ordinance No. 2167 with respect to the Refunded Bonds, and the pledges, charges, trusts, covenants, and agreements of the City therein made or provided for as to the Refunded Bonds, and that the Refunded Bonds shall no longer be deemed to be outstanding under such ordinance immediately upon the deposit of such money with the Refunding Trustee.

Section 15. Sale and Delivery of the Bond.

(a) *Manner of Sale of the Bond; Delivery of the Bond.* The Designated Representative is authorized to sell the Bond by negotiated sale or private placement based on the assessment of the Designated Representative of market conditions, in consultation with appropriate City officials and staff, Bond Counsel and other advisors. In determining the method of sale of the Bond and accepting the Final Terms, the Designated Representative shall take into account those factors that, in the judgment of the Designated Representative, may be expected to result in the lowest true interest cost to the City.

(b) *Procedure for Negotiated Sale or Private Placement.* If the Designated Representative determines that the Bond is to be sold by negotiated sale or private placement, the Designated Representative shall select one or more Purchasers with which to negotiate such sale. A Pricing Certificate shall set forth the Final Terms of the Bond. The Designated Representative is authorized to execute the Pricing Certificate on behalf of the City, so long as the terms provided therein are consistent with the terms of this ordinance.

(c) *Preparation, Execution and Delivery of the Bond.* The Bond will be prepared at City expense and will be delivered to the Purchaser in accordance with this ordinance, together with the approving legal opinion of Bond Counsel regarding the Bond.

Section 16. Reporting Requirements. While the Bond is outstanding, the City shall submit its annual financial reports, audit reports and budgets to the Purchaser along with such additional information as the Purchaser may reasonably request as set forth in the Pricing Certificate.

Section 17. Supplemental and Amendatory Ordinances. The City may supplement or amend this ordinance for any one or more of the following purposes without the consent of the owner of the Bond:

(a) To add covenants and agreements that do not materially adversely affect the interests of the owner, or to surrender any right or power reserved to or conferred upon the City.

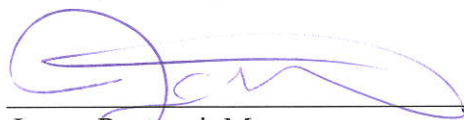
(b) To cure any ambiguities, or to cure, correct or supplement any defective provision contained in this ordinance in a manner that does not materially adversely affect the interest of the owner of the Bond.

Section 18. General Authorization and Ratification. The Designated Representative and other appropriate officers of the City are severally authorized to take such actions and to execute such documents as in their judgment may be necessary or desirable to carry out the transactions contemplated in connection with this ordinance, and to do everything necessary for the prompt delivery of the Bond to the Purchaser thereof and for the proper application, use and investment of the proceeds of the Bond. All actions taken prior to the effective date of this ordinance in furtherance of the purposes described in this ordinance and not inconsistent with the terms of this ordinance are ratified and confirmed in all respects.

Section 19. Severability. The provisions of this ordinance are declared to be separate and severable. If a court of competent jurisdiction, all appeals having been exhausted or all appeal periods having run, finds any provision of this ordinance to be invalid or unenforceable as to any person or circumstance, such offending provision shall, if feasible, be deemed to be modified to be within the limits of enforceability or validity. However, if the offending provision cannot be so modified, it shall be null and void with respect to the particular person or circumstance, and all other provisions of this ordinance in all other respects, and the offending provision with respect to all other persons and all other circumstances, shall remain valid and enforceable.

Section 20. Effective Date of Ordinance. This ordinance shall take effect and be in force from and after its passage and five days following its publication as required by law.

PASSED by the City Council and APPROVED by the Mayor of the City of Sunnyside, Washington, at an open public meeting thereof, this 12th day of June, 2017.


James Restucci, Mayor

ATTEST:


Deborah Estrada, City Clerk

APPROVED AS TO FORM:


Bong Acas
Bond Counsel

CERTIFICATION

I, the undersigned, City Clerk of the City of Sunnyside, Washington (the "City"), hereby certify as follows:

1. The attached copy of Ordinance 2017 - 06 (the "Ordinance") is a full, true and correct copy of an ordinance duly passed at a regular meeting of the City Council of the City held at the regular meeting place thereof on June 12, 2017, as that ordinance appears on the minute book of the City.

2. The Ordinance will be in full force and effect five days after publication in the City's official newspaper, which publication date is June 15, 2017.

3. A quorum of the members of the City Council was present throughout the meeting and a majority of the members voted in the proper manner for the passage of the Ordinance.

Dated: June 13, 2017.

CITY OF SUNNYSIDE, WASHINGTON


Deborah Estrada, City Clerk